

EXHIBIT 1

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

| | | | |
|----|-----------------------------------|---|-------------------|
| 1 | | | |
| 2 | | | |
| 3 | UNITED STATES OF AMERICA, et al., |) | |
| 4 | Plaintiffs, |) | |
| 5 | v. |) | Case No. |
| 6 | JETBLUE AIRWAYS CORPORATION and |) | 1:23-cv-10511-WGY |
| 7 | SPIRIT AIRLINES, INC., |) | |
| 8 | Defendants. |) | |
| 9 | |) | |
| 10 | GABRIEL GARAVANIAN, et al., |) | |
| 11 | Plaintiffs, |) | |
| 12 | v. |) | Case No. |
| 13 | JETBLUE AIRWAYS CORPORATION and |) | 1:23-cv-10678-WGY |
| 14 | SPIRIT AIRLINES, INC., |) | |
| 15 | Defendants. |) | |

 REMOTE VIDEOTAPED DEPOSITION OF
 SARA NELSON
 June 20, 2023

Reported by: Rebecca A. Graziano, CSR, RMR, CRR
 Texas CSR 9306
 California CSR 14407
 Illinois CSR 084.004659

REMOTE VIDEOTAPED DEPOSITION OF
SARA NELSON
June 20, 2023

SARA NELSON, produced as a witness at the instance of the Defendants, was duly sworn and deposed in the above-styled and numbered cause on June 20, 2023, from 11:05 p.m. to 12:51 p.m. CST, stenographically reported remotely, pursuant to the Federal Rules of Civil Procedure and the provisions stated on the record.

Reported by: Rebecca A. Graziano, CSR, RMR, CRR
Texas CSR 9306
California CSR 14407
Illinois CSR 084.004659

A P P E A R A N C E S

(all attendees appearing via remote videoconference)

REPRESENTING THE PLAINTIFF, UNITED STATES OF
AMERICA:

Ms. Sarah Riblet
Mr. John Briggs
UNITED STATES DEPARTMENT OF JUSTICE
Antitrust Division
450 Fifth Street, NW, Suite 8000
Washington, DC 20530
(202) 812-4723
s.riblet@usdoj.gov

REPRESENTING THE PRIVATE ACTION PLAINTIFFS:

Ms. Josephine L. Alioto
THE VEEN FIRM
20 Haight Street
San Francisco, California 94102
(415) 673-4800

REPRESENTING THE DEFENDANTS, JETBLUE AIRWAYS
CORPORATION and SPIRIT AIRLINES, INC.:

Ms. Elizabeth Wright
COOLEY, LLP
500 Boylston Street
Boston, Massachusetts 02116
(617) 937-2349
ewright@cooley.com

A P P E A R A N C E S

(all attendees appearing via remote videoconference)

REPRESENTING THE WITNESS:

Mr. John Morse
ASSOCIATION OF FLIGHT ATTENDANTS - CWA
501 3rd Street NW, 10th Floor
Washington, DC 20001
(202) 989-9393
jmorse@afanet.org

THE VIDEOGRAPHER/VIDEOCONFERENCE TECHNICIAN:

Mr. Dan Cotilla

ALSO PRESENT:

Ms. Molly Dugdale, Paralegal Specialist,
US Department of Justice

Ms. Katie Kaufman, Cooley, LLP

1 for -- immediate support for us to complete the
2 seniority integration, which is also a major issue
3 for workers in -- in these mergers, to ensure that
4 they are retaining the seniority that they brought
5 to the merger.

6 So the -- the letter was quite clear,
7 listing out all of the things that we required,
8 and it was nearing the protections that we had
9 recently received from Frontier in order to gain
10 our support in that proposed merger.

11 Q And do you have any reason to doubt the
12 commitments that were made in JetBlue's letter
13 from December 2022 to you?

14 A No. And it's always good to have things
15 in writing because we would hold them to it.

16 Q And --

17 A I should also note -- I should also note
18 that we also used that letter, then, to get a
19 mirrored commitment from the Spirit management, so
20 we have that as a side letter of the contract as
21 well.

22 Q Okay. Thank you.

23 If we scroll down just a little bit
24 here in Exhibit 3 to the paragraph that starts
25 "Third," President Nelson, you wrote that the

1 "combined carrier would 'improve' competition" and
2 "provide a significant shift in the industry."

3 What are you referring to there?

4 A What I'm referring to here is the issues
5 that I've just described for workers: Diluting
6 that two-tiered employment structure that has been
7 such a major issue for our union to tackle. What
8 we also meant was that there would be more ability
9 for a greater reach in JetBlue's network in order
10 to compete in cities that have very little
11 competition today because of the consolidation of
12 the Big Four.

13 And what I also mean by that is what I
14 described earlier, being able to bargain more
15 often at the top end of the revenue generation
16 within the industry would provide a better
17 opportunity for workers to have good careers,
18 correcting what we have experienced for the last
19 20 years since 9/11.

20 MS. WRIGHT: Let's go now to Tab 4,
21 please.

22 (Nelson Exhibit 4 marked.)

23 BY MS. WRIGHT:

24 Q President Nelson, we're showing you a
25 document that we'll mark as Exhibit 4, which is an

1 A No.

2 They were a general experience in the
3 industry, though.

4 Q Ms. Nelson, am I correct in understanding
5 that you testified you do not believe these
6 reconfiguration plans would mean the combined
7 company could accommodate fewer passengers per
8 aircraft than Spirit currently does?

9 MS. WRIGHT: Object to form.

10 THE WITNESS: That's correct.

11 BY MS. RIBLET:

12 Q Okay. Can you explain that to me?

13 A Yes. So in a merger like this, and
14 specifically with JetBlue's plans, the larger
15 network allows the airline to put the planes in
16 the air more often, and that means actually
17 greater capacity for airline -- for airline
18 passengers, because the planes are utilized at a
19 higher rate.

20 So the reconfiguration both helps the
21 passengers on comfort and service and safety, for
22 our jobs with a better cabin environment that
23 creates safety and comfort, but also provides for
24 the ability to turn planes much more quickly to
25 create more or equivalent capacity in the

1 industry.

2 Q My question is per aircraft.

3 So is it your understanding that
4 JetBlue's reconfiguration plans would mean the
5 combined company could accommodate fewer
6 passengers per aircraft than Spirit currently
7 does?

8 MS. WRIGHT: Object to form.

9 THE WITNESS: Again, I'm going to
10 say no, because that aircraft flies a
11 certain number of hours during the day.
12 If you have the aircraft in the air more
13 often, then it accommodates more
14 passengers per available seat mile.

15 BY MS. RIBLET:

16 Q Ms. Nelson, what is the basis for your
17 understanding that JetBlue will be utilizing its
18 aircraft more post-merger?

19 A JetBlue's merger plans, which is
20 consistent with the other mergers in the
21 utilization of aircraft.

22 It's just that in other mergers, the
23 seat pitch usually got worse, not better.

24 MS. RIBLET: I'd like to introduce
25 Tab 5 and mark it as Nelson Exhibit 10.

1 make sure that she understands that?

2 BY MS. RIBLET:

3 Q Has AFA performed any legal analysis
4 informing its opinion of the JetBlue-Spirit
5 merger?

6 MR. MORSE: Again, same objection,
7 just, again, on privilege grounds.

8 MS. RIBLET: Are you instructing
9 your client not to answer at all?

10 MR. MORSE: Thanks. Thanks for the
11 clarification.

12 Yes, Ms. Nelson, all I'm
13 instructing you is that to the extent that
14 would call for any communications with
15 in-house counsel, that you cannot discuss
16 that. But outside of any discussions with
17 in-house counsel, you may answer the
18 question.

19 THE WITNESS: Yes.

20 BY MS. RIBLET:

21 Q Has AFA performed any economic analysis in
22 forming its opinion of the JetBlue-Spirit merger?

23 A Yes.

24 Q What was the substance of that analysis?

25 A This was -- well, this also was done

1 through my legal department, so...

2 MR. MORSE: So I would have the
3 same objection, then, on this question
4 that to the extent that it calls into
5 question any conversations you've had with
6 the legal department, that that's
7 privileged and you cannot answer that.
8 But you can answer to the extent that
9 these discussions would have been outside
10 of that context.

11 THE WITNESS: Okay. All of these
12 discussions were with my counsel.

13 BY MS. RIBLET:

14 Q Has AFA performed any analysis of fares
15 post-merger?

16 A No.

17 Q Has AFA performed any economic analysis
18 looking at the impact of this merger on consumers?

19 A No.

20 MS. RIBLET: I think, if we may, we
21 will just take a short break and see if we
22 have any last questions before coming back
23 on the record and perhaps asking, you
24 know, a limited brief set of additional
25 questions, if that works for everyone.